

Commonwealth of Virginia  
State Corporation Commission  
Office of the Clerk  
Entity ID: 08011348  
Filing Number: 2112274001451  
Filing Date/Time: 12/27/2021 10:15 AM  
Effective Date/Time: 01/01/2022 02:00 PM

**ARTICLES OF ENTITY CONVERSION  
OF  
FAMILY DOLLAR STORES OF OHIO, INC.  
INTO  
FAMILY DOLLAR STORES OF OHIO, LLC**

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia of 1950, as amended, the undersigned, on behalf of the corporation set forth below, states as follows:

**ARTICLE I**

The name of the corporation immediately before the filing of these Articles of Entity Conversion is Family Dollar Stores of Ohio, Inc., a Virginia corporation (the “Corporation”). The Corporation shall convert to a Virginia limited liability company (the “Conversion”), and its name shall be Family Dollar Stores of Ohio, LLC.

**ARTICLE II**

The Corporation was originally incorporated under the laws of the State of Ohio on August 11, 1971. The Corporation filed articles of domestication and amended and restated articles of incorporation with the Virginia State Corporation Commission effective February 10, 2016 and thereby became, and is now, a Virginia corporation having the name “Family Dollar Stores of Ohio, Inc.”

**ARTICLE III**

The Plan of Entity Conversion governing the Conversion is attached hereto as Exhibit A and made a part hereof (the “Plan of Entity Conversion”). The Plan of Entity Conversion includes as Schedule 1 thereto the full text of the Articles of Organization as they will be in effect immediately after consummation of the Conversion.

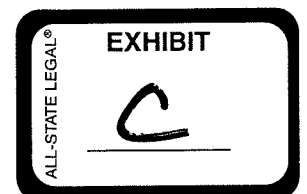
**ARTICLE IV**

The effective date of the Conversion shall be January 1, 2022 or, if these Articles of Conversion are filed after such date, the date of filing with the State Corporation Commission.

**ARTICLE V**


The Plan of Entity Conversion was approved by the unanimous written consent of the sole shareholder of the Corporation on December 21, 2021.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the undersigned declares that the facts stated in these Articles of Entity Conversion of Family Dollar Stores of Ohio, Inc. are true as of the date set forth below.

**Family Dollar Stores of Ohio, Inc.**  
a Virginia corporation

By:   
Name: John S. Mitchell, Jr.  
Title: Vice President and Assistant Secretary  
Date: December 21, 2021

SCC ID: 08011348

[Signature Page to Articles of Entity Conversion of Family Dollar Stores of Ohio, Inc.]

**Exhibit A**

**Plan of Entity Conversion**

(See attached)

**PLAN OF ENTITY CONVERSION  
OF  
FAMILY DOLLAR STORES OF OHIO, INC.  
INTO  
FAMILY DOLLAR STORES OF OHIO, LLC**

This Plan of Entity Conversion (this “Plan”) is made with respect to the conversion of Family Dollar Stores of Ohio, Inc., a Virginia corporation (the “Corporation”), into Family Dollar Stores of Ohio, LLC, a Virginia limited liability company (the “Surviving Entity”).

**I**

Declarations

The Corporation is duly organized and validly existing under the laws of the Commonwealth of Virginia. The Corporation desires to convert into the Surviving Entity pursuant to Sections 13.1-1082 and 13.1-722.9 of the Code of Virginia (the “Conversion”). The purpose of this Plan is to set forth certain terms and conditions under which the Conversion shall take place.

**II**

The Conversion

At the Effective Time (as defined below), the Corporation shall be converted into the Surviving Entity. The Conversion shall have the effect specified in Section 13.1-722.13 of the Code of Virginia.

**III**

Effective Time

After approval and adoption of this Plan by the directors and sole shareholder of the Corporation, the Corporation shall file Articles of Entity Conversion with the Virginia State Corporation Commission. Pursuant to Section 13.1-606 of the Code of Virginia, the conversion

shall become effective on January 1, 2022, at 2:00 p.m. Eastern Standard Time (the “Effective Time”).

#### IV

##### Ownership

As of the Effective Time, by virtue of the Conversion and without any action on the part of the sole shareholder or member, each issued and outstanding share of the Corporation held by the sole shareholder shall automatically convert into all of the membership interest in the Surviving Entity and the sole shareholder of the Corporation shall be the sole member of, and shall own all of the membership interest in, the Surviving Entity.

#### V

##### Articles of Organization

The full text of the Articles of Organization of the Surviving Entity, as they will be in effect immediately after consummation of the Conversion, is attached hereto as Schedule 1.

#### VI

##### Other Provisions

This Plan shall be governed by the laws of the Commonwealth of Virginia.

**Schedule 1**

**Articles of Organization of Family Dollar Stores of Ohio, LLC**

(See attached)

**ARTICLES OF ORGANIZATION  
OF  
FAMILY DOLLAR STORES OF OHIO, LLC**

In connection with the conversion of a stock corporation to a limited liability company under §13.1-1082 of Chapter 12 of Title 13.1 of the Code of Virginia of 1950, as amended, and that certain Plan of Entity Conversion of Family Dollar Stores of Ohio, Inc., the undersigned hereby sets forth the following:

1. The name of the Company is Family Dollar Stores of Ohio, LLC.
2. The initial registered office of the Company is in the City of Richmond, Virginia, and its post office address is 100 Shockoe Slip Fl 2, Richmond, VA, 23219 - 41. The name of its initial registered agent is Corporation Service Company, a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth of Virginia, and whose business address is the same as the address of the initial registered office of the Company.
3. The post office address of the principal office where the records will be maintained pursuant to Code §13.1-1028 is 500 Volvo Parkway, Chesapeake, Virginia 23320.
4. To the fullest extent permitted by the Virginia Code, as it now exists or may be later amended, in any proceeding brought by or in the right of the limited liability company or brought by or on behalf of members of the limited liability company, no manager or member of the Company shall be liable for any amount of monetary damages to the Company or its managers or members arising out of a single transaction, occurrence or course of conduct. The liability of a manager or member shall not be limited as provided in this paragraph, if the manager or member engaged in willful misconduct or a knowing violation of the criminal law.

IN WITNESS WHEREOF, the undersigned organizer has set forth their signature this 21<sup>st</sup> day of December, 2021.



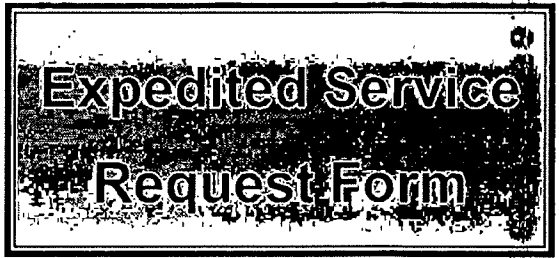
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Ryan A. Hanson, Organizer



SCC21.2  
(07/14)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
OFFICE OF THE CLERK  
1300 E MAIN ST  
RICHMOND, VA 23219  
(804) 371-9733  
1-866-722-2551 Toll-free in Virginia



This form **MUST** be completed and placed on top of **EACH** document submission  
(so it can be readily identified as a request for expedited review and processing).

<b>Name of Corporation or Company (etc.):</b> <div style="text-align: center;">Family Dollar Stores of Ohio, Inc.</div>		<b>SCC ID No. (if known):</b>
<b>Customer Contact Information:</b>  Name: Joy Nichols Williams Mullen  Address: 200 South 10th Street, Suite 1600 Richmond VA 23219 <small>(city or town) (state) (zip code)</small>  Telephone: ( 804 ) 420 - 6536 ext _____ Email: JNICHOLS@WILLIAMSMULLEN.COM		<b>Send Evidence of Expedited Filing By:</b> <small>(Choose one)</small>  <input type="checkbox"/> Email <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">Two duplicate copies of this typed form must be submitted for Email. See "Return of Evidence" in the Instructions.</div> <small>(Email is only available for Categories A, C and D.)</small>  <input checked="" type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail <small>(Prepaid envelope required.)</small> <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>
<b>~~ See Information &amp; Instructions for description of Categories. ~~</b>  <b>Expedited Service Requested:</b> <small>(mark service requested)</small> <input checked="" type="checkbox"/> <b>Category A</b> Expedite Business Entity Document listed in Schedule A <input checked="" type="checkbox"/> Same Day Service (Received by Noon) \$ 200 <input type="checkbox"/> Next Day Service (Received by 4:00 p.m.) \$ 100 <input type="checkbox"/> <b>Category B</b> Preliminary Review of Document listed in Schedule A \$ 50 <small>(2<sup>nd</sup> Business Day Service Only – Received by 4:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) <input type="checkbox"/> <b>Category C</b> Expedite Business Entity Document listed in Schedule C \$ 50 <small>(Next Day Service Only – Received by 4:00 p.m.)</small> <input type="checkbox"/> <b>Category D</b> Expedite Application for Reinstatement \$ 50 <small>(Next Day Service Only – Received by 4:00 p.m.)</small>		<b>FOR OFFICE USE ONLY</b>  <div style="font-size: 1.2em; font-weight: bold;">160210 1114</div>  <div style="display: flex; justify-content: space-between;"> <span>I/O <input type="checkbox"/></span> <div style="border: 1px solid black; padding: 5px; text-align: center;">96</div> </div>

\*\*\* Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees)

**REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.**



1602050036

0801134 - 8

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 10, 2016

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

Family Dollar Stores of Ohio, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective February 10, 2016.

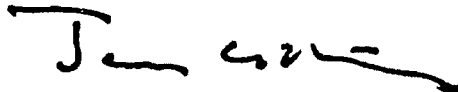
When the certificate becomes effective, Family Dollar Stores of Ohio, Inc., a foreign corporation, is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

Family Dollar Stores of Ohio, Inc.

The corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

DOMACPT  
CISJMA  
16-02-10-1114

ARTICLES OF DOMESTICATION OF  
FAMILY DOLLAR STORES OF OHIO, INC. *N/D*

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of domestication is Family Dollar Stores of Ohio, Inc. Upon the filing of these articles, the name of the corporation shall be Family Dollar Stores of Ohio, Inc.
2. The corporation was originally incorporated under the laws of Ohio on August 11, 1971. Prior hereto, the corporation has never changed its jurisdiction of incorporation.
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth in Exhibit A hereto.
4. The full text of the amended and restated articles of incorporation that will be in effect immediately after consummation of the domestication is attached.
5. The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated immediately prior to the filing of these articles, and the corporation has complied with those laws in effecting the domestication.
6. The domestication shall take effect on February 10<sup>th</sup>, 2016.

*[Signature Page Follows]*

IN WITNESS WHEREOF, these Articles of Domestication of Family Dollar Stores of Ohio, Inc. have been executed by its duly authorized officer as of the 10<sup>th</sup> day of February, 2016.

FAMILY DOLLAR STORES OF  
OHIO, INC., an Ohio corporation

By: Kevin Wampler  
Name: Kevin Wampler  
Title: Executive Vice President and Chief  
Financial Officer

1003050035

EXHIBIT A

PLAN OF DOMESTICATION

See attached.

FILED  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
COLUMBUS, OHIO  
MAY 2 2022

PLAN OF DOMESTICATION  
AND  
WRITTEN DECLARATION OF CONVERSION  
OF  
FAMILY DOLLAR STORES OF OHIO, INC.

ARTICLE I

FAMILY DOLLAR STORES OF OHIO, INC. (the "Corporation"), a corporation formed in the State of Ohio, shall be domesticated in the Commonwealth of Virginia pursuant to the provisions of Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia of 1950, as amended (the "Code"), and the provisions of Title XVII, Chapter 1701, Sections 1701.792, 1701.811 and 1701.821 of the Ohio Revised Code Annotated (the "Domestication"). The Corporation shall cease to be an Ohio domestic corporation as of the effective time and date of this Plan of Domestication and Written Declaration of Conversion. The name of the Corporation after the conversion shall be Family Dollar Stores of Ohio, Inc.

ARTICLE II

The Amended and Restated Articles of Incorporation of the Corporation, which comply with the requirements of §13.1-619 of the Virginia Stock Corporation Act, are attached hereto as they will be in effect upon the effective time of the Domestication.

ARTICLE III

The Bylaws of the Corporation as in effect as of the date hereof shall continue in effect without change when the Domestication becomes effective.

ARTICLE IV

The directors and officers of the Corporation currently in office will continue in office upon the effective time of the Domestication. The current shareholders of the Corporation will continue to be the shareholders of the Corporation upon the effective time of the Domestication. All shares of the Corporation issued and outstanding immediately prior to the Domestication shall remain outstanding and constitute the same number of shares of the Corporation after the Domestication. The designations, rights, preferences or limitations of all or part of the authorized shares shall remain unaltered by the Domestication, except to the extent required to conform with the requirements of Chapter 9 of Title 13.1 of the Code.

ARTICLE V

The Officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments,

papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Domestication and Written Declaration of Conversion or the domestication of the Corporation in Virginia.

#### ARTICLE VI

The Corporation hereby consents to the jurisdiction of the courts of the State of Ohio and of any Federal court located in such state and irrevocably appoints the Secretary of State of the State of Ohio to accept service of process in Ohio to enforce against the Corporation any obligation of the converting corporation or to enforce the rights of a dissenting shareholder of the converting corporation.

#### ARTICLE VII

The Corporation desires to continue to transact business in the state of Ohio and, upon the Domestication taking effect, shall file an application for license to transact business in Ohio, which complies with the requirements of §1703.04 of the Ohio Revised Code Annotated. The location of the Corporation's principal office shall be 500 Volvo Parkway, Chesapeake, VA 23320. A brief description of the general purpose of the Corporation to be exercised within the state of Ohio is as follows: to operate general merchandise retail discount stores. The Corporation has appointed C T Corporation Systems, having a registered office address of 1300 East 9<sup>th</sup> Street, Cleveland, OH, 44114, as its registered agent in the state of Ohio. The application for license to transact business in Ohio is not being filed for the primary purpose of enabling the Corporation to prosecute or defend a legal action.

#### ARTICLE VIII

The effect of the Domestication shall be as set forth in §13.1-722.6 of the Virginia Stock Corporation Act.

#### ARTICLE IX

The Domestication shall take effect on February 10<sup>th</sup>, 2016.

IN WITNESS WHEREOF, this Plan of Domestication and Written Declaration of Conversion of Family Dollar Stores of Ohio, Inc. has been executed on February 16, 2016.

FAMILY DOLLAR STORES OF OHIO, INC.,  
an Ohio corporation

By: Kevin D. Wampler  
Name: Kevin Wampler  
Title Executive Vice President and Chief Financial  
Officer

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Amended and Restated Articles of Incorporation



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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FAMILY DOLLAR STORES OF OHIO, INC.

In connection with the redomestication of a stock corporation under Chapter 9 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Code"), pursuant to that certain Plan of Domestication and Written Declaration of Conversion of Family Dollar Stores of Ohio, Inc., the undersigned sets forth the following:

1. The name of the Corporation is: Family Dollar Stores of Ohio, Inc.
2. The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs and to engage in any lawful activity not required to be stated in these Articles of Incorporation, including, but not limited to, those activities and powers set forth in the Code.
3. The powers and purposes in these Articles of Incorporation shall not be deemed to exclude in any way or limit by inference any powers or purposes granted to the Corporation by the laws of the Commonwealth of Virginia, now or subsequently in effect, or implied by any reasonable construction of such laws.
4. The aggregate number of shares the Corporation shall have authority to issue is one thousand (1,000) shares of common stock having no par value.
5. The initial registered office of the Corporation is in the County of Henrico, Virginia, and its post office address is 4701 Cox Road, Suite 285, Glen Allen, VA, 23060-6802. The name of its initial registered agent is C T Corporation System, a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth of Virginia, and whose business address is the same as the address of the initial registered office of the Corporation.
6. To the fullest extent permitted by the Code, as it now exists or may be later amended, no officer or director of the Corporation shall be liable for any amount of monetary damages to the Corporation or its shareholders arising out of a single transaction, occurrence or course of conduct, for breach of fiduciary duty or otherwise. The liability of an officer or director shall not be limited as provided in this paragraph if the officer or director engaged in willful misconduct or a knowing violation of criminal law or any federal or state securities law.
7. No holder of shares of the Corporation shall have any preemptive right to acquire any authorized but unissued shares of the Corporation.

*[Signature Page Follows]*

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Family Dollar Stores of Ohio, Inc. have been executed as of this 10<sup>th</sup> day of February, 2016.

By: Kevin L. Wampler  
Name: Kevin Wampler  
Title: Executive Vice President and Chief  
Financial Officer



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

February 10, 2016

JOY NICHOLS  
WILLIAMS MULLEN  
200 SOUTH 10TH ST STE 1600  
RICHMOND, VA 23219

RECEIPT

RE: Family Dollar Stores of Ohio, Inc.

ID: 0801134 - 8

DCN: 16-02-10-1114

Dear Customer:

This is your receipt for \$75.00 covering the fees for filing articles of domestication and articles of incorporation with this office.

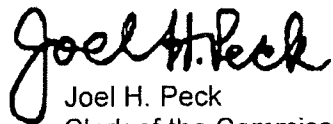
This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of domestication is February 10, 2016. When the certificate is effective, Family Dollar Stores of Ohio, Inc., a foreign corporation, is deemed to be a corporation incorporated under the laws of this Commonwealth with the following name:

**Family Dollar Stores of Ohio, Inc.**

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

  
Joel H. Peck  
Clerk of the Commission

DOMRCPT  
DOM  
CISJMA

1602050068

1602650098

ENTITY NAME: Family Dollar Stores of Ohio, Inc.ENTITY ID #: 94 160210 1114

NAME CONFLICT WITH ID#: \_\_\_\_\_ DCN #: \_\_\_\_\_

NAME RESERVATION #: \_\_\_\_\_

## CHARTER EXAMINER WORKSHEET

CHARTER / ENTRANCE FEE 50

JURISDICTION: \_\_\_\_\_

FILING FEE 25

SPECIAL EFFECTIVE DATE / TIME

EXPEDITE FEE(S) [Same Day] 2002/10/2016TOTAL FEES 275INDUSTRY CODE: RWB

AMENDMENT OR OTHER INFORMATION: \_\_\_\_\_

SEND COPY TO: \_\_\_\_\_

T/c on 2/10/2016: Customer Domestication of Family Dollar Stores of Ohio, Inc.,  
 (J. Nichols) authorized an OH corp. (non-dominant), now a VA corp. with the  
 correction to attachment same name.  
 reference in Art. of Domest. Orig. Formation Date: 8/11/1971

COPYWORK REQUESTED: RWB

CORRESPONDENT: \_\_\_\_\_

2/10/2016AMOUNT AVAILABLE  
FOR COPYWORK: \_\_\_\_\_

MAIL \_\_\_\_\_

CALL \_\_\_\_\_

FAX \_\_\_\_\_

FED EX \_\_\_\_\_

0801134-8